

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: June 29, 2009 at 4:00 p.m.
<hr/>)	Hearing: Schedule if Necessary (Negative Notice)

**COVER SHEET TO THIRTY-NINTH MONTHLY INTERIM APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE,
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE TIME PERIOD APRIL 1, 2009 THROUGH APRIL 30, 2009**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP ("Orrick")
Authorized to Provide Professional Services to:	David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR")
Date of Retention:	As of February 6, 2006 pursuant to Order entered by Court on May 8, 2006
Period for which compensation is sought:	April 1, 2009 through April 30, 2009
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$442,139.50
80% of fees to be paid:	\$353,711.60
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 20,516.09
Total Fees @ 80% and 100% Expenses:	\$374,227.69

This is an: ___ interim X monthly ___ final application.

The total time expended for fee application preparation during this time period is 8.00 hours and the corresponding fees are \$2,878.50 and \$52.52 in expenses for Orrick's fee applications and 5.60 hours and \$1,428.00 in fees and \$1,404.11 in expenses for the FCR and/or his other professionals' fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Orrick's Thirty-Ninth interim fee application for the period April 1-30, 2009. Orrick has previously filed with the Court the following interim fee applications since January 1, 2008:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% & 100% Expenses</u>
Twenty-Fourth Interim Period Jan 1-31, 2008	\$1,052,243.75	\$841,759.00	\$140,412.45	\$982,171.45
Twenty-Fifth Interim Period Feb 1-29, 2008	\$581,751.25	\$465,401.00	\$113,062.23	\$578,463.23
Twenty-Sixth Interim Period March 1-31, 2008	\$1,200,353.75	\$960,283.00	\$182,633.22	\$1,142,916.22
Twenty-Seventh Interim Period Apr 1-30, 2008	\$519,848.00	\$415,878.40	\$78,101.72	\$493,980.12
Twenty-Eight Interim Period May 1-31, 2008	\$174,962.00	\$139,969.60	\$9,210.37	\$149,179.97
Twenty-Ninth Interim Period June 1-30, 2008	\$365,784.00	\$292,627.20	\$8,119.20	\$300,746.40
Thirtieth Interim Period July 1-31, 2008	\$463,267.25	\$370,613.80	\$48,066.49	\$418,680.29
Thirty-First Interim Period August 1-31, 2008	\$402,226.25	\$321,781.00	\$15,601.29	\$337,382.29
Thirty-Second Interim Period Sept 1-30, 2008	\$339,565.25	\$271,652.20	\$6,030.86	\$277,683.06
Thirty-Third Interim Period Oct 1-31, 2008	\$381,415.25	\$305,132.20	\$58,638.65	\$363,770.85
Thirty-Fourth Interim Period Nov 1-30, 2008	\$366,041.75	\$292,833.40	\$14,569.07	\$307,402.47
Thirty-Fifth Interim Period Dec 1-31, 2008	\$392,218.75	\$313,775.00	\$21,810.21	\$335,858.21
Thirty-Sixth Interim Period Jan 1-31, 2009	\$613,084.25	\$490,467.40	\$22,069.20	\$512,536.60
Thirty-Seventh Interim Period Feb 1-28, 2009	\$481,699.25	\$385,359.40	\$14,499.00	\$399,858.40
Thirty-Eighth Interim Period March 1-31, 2009	\$399,976.00	\$319,980.80	\$19,582.93	\$339,563.73

To date, Orrick has received payments* since 2008 from the Debtors in the following amounts:

- \$982,207.45 representing 80% of fees and 100% expenses for January 2008
- \$578,463.23 representing 80% of fees and 100% expenses for February 2008
- \$1,142,503.79 representing 80% of fees and 100% expenses for March 2008
- \$493,980.12 representing 80% of fees and 100% of expenses for April 2008
- \$149,179.97 representing 80% of fees and 100% of expenses for May 2008
- \$300,746.40 representing 80% of fees and 100% of expenses for June 2008
- \$418,680.29 representing 80% of fees and 100% of expenses for July 2008
- \$337,382.29 representing 80% of fees and 100% of expenses for August 2008
- \$277,683.06 representing 80% of fees and 100% of expenses for September 2008
- \$212,444.02 representing 20% holdback fees for April-June 2008
- \$363,770.85 representing 80% of fees and 100% of expenses for October 2008
- \$307,402.47 representing 80% of fees and 100% of expenses for November 2008
- \$335,585.21 representing 80% of fees and 100% of expenses for December 2008

*Please note that this Application reflects payments received as of June 5, 2009.

- \$512,536.60 representing 80% of fees and 100% of expenses for January 2009
- \$240,902.19 representing 20% holdback fees for July-September 2008
- \$399,858.40 representing 80% of fees and 100% of expenses for February 2009

COMPENSATION SUMMARY
APRIL 1-30, 2009

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Roger Frankel	Partner, 26 years in position; 38 years relevant experience; 1971, Restructuring	\$945	87.90	\$81,364.50 ¹
Jonathan P. Guy	Partner, 9 years in position; 15 years relevant experience; 1994, Restructuring	\$755	98.20	\$71,876.00 ²
Richard H. Wyron	Partner, 20 years in position; 30 years relevant experience; 1979, Restructuring	\$815	93.60	\$69,845.50 ³
Peri N. Mahaley	Of Counsel, 17 years in position; 30 years relevant experience; 1979, Litigation	\$605	152.50	\$89,298.00 ⁴
Mary A. Wallace	Of Counsel, 7 years in position; 20 years relevant experience; 1989, Restructuring	\$650	10.90	\$7,085.00
James W. Burke	Associate, 7 months in position; 7 months relevant experience; 2008, Restructuring	\$360	69.20	\$24,912.00
Joshua M. Cutler	Associate, 6 years in position; 6 years relevant experience; 2003, Litigation	\$555	27.40	\$15,207.00
Debra L. Felder	Associate, 7 years in position; 7 years relevant experience; 2002, Restructuring	\$590	8.60	\$5,074.00
Zachary S. Finley	Associate, 8 years in position; 8 years relevant experience; 2001, Corporate	\$600	1.00	\$600.00
Kathleen Orr	Associate, 8 years in position; 8 years relevant experience; 2001, Restructuring	\$620	76.50	\$47,430.00

¹ The total fees have been reduced by \$1,701.00 representing non-working travel billed at 50% reduced hourly rate.

² The total fees have been reduced by \$2,265.00 representing non-working travel billed at 50% reduced hourly rate.

³ The total fees have been reduced by \$6,438.50 representing non-working travel billed at 50% reduced hourly rate.

⁴ The total fees have been reduced by \$2,964.50 representing non-working travel billed at 50% reduced hourly rate.

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Aaron Cohen	Litigation Paralegal	\$170	.50	\$85.00
Stephen C. Cruzado	Senior Paralegal	\$230	9.80	\$2,254.00 ⁵
Debra O. Fullem	Bankruptcy Research Specialist	\$255	20.90	\$5,329.50
Kirt Dale Suomela	Scientific Advisor	\$290	75.10	\$21,779.00
Total			732.10	\$442,139.50
Blended Rate: \$603.93				

COMPENSATION BY PROJECT CATEGORY
APRIL 1-30, 2009

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	4.30	\$1,096.50
Insurance	266.10	\$144,448.00
Litigation	390.70	\$261,644.50
Plan & Disclosure Statement	19.10	\$16,534.50
Compensation of Professionals-Other	5.60	\$1,428.00
Retention of Professionals-Orrick	1.10	\$280.50
Compensation of Professionals-Orrick	8.00	\$2,878.50
Non-Working Travel	37.20	\$13,829.00
TOTAL	732.10	\$442,139.50

EXPENSE SUMMARY
APRIL 1-30, 2009

<u>Expense Category</u>	<u>Total</u>
Court Call	\$211.50
Duplicating/Printing	\$1,907.50
Meals	\$799.73 ⁶
Pacer	\$16.96
Parking	\$75.00
Postage/Express Delivery	\$551.40
Telephone	\$67.73
Travel – Air Fare	\$1,976.20
Travel – Taxi	\$86.50
Travel – Train/Mileage	\$4,993.02
Westlaw Research	\$9,830.55
TOTAL	\$20,516.09

⁵ The total fees have been reduced by \$460.00 representing non-working travel billed at 50% reduced hourly rate.

⁶ The total meal charges have been reduced by \$161.08 to comply with the fee auditor's guidelines on meal charges.

Orrick's Client Charges and Disbursements Policy effective January 1, 2009, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.75 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow professionals and paraprofessionals working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge limited to \$7.50 per professional. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. The charge to clients for Lexis and Westlaw are based on retail rates that do not include non-client specific volume discounts offered to Orrick. Use of fee based internet research services other than Lexis and Westlaw is charged at Orrick's cost. There is no separate charge for free internet research.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Roger Frankel, admitted *pro hac vice*

Richard H. Wyron, admitted *pro hac vice*

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Counsel to David T. Austern,

Asbestos PI Future Claimants' Representative

Dated: June 9, 2009